



SOUTHERN COPPER CORP/ (PCU)

11811 NORTH TATUM BLVD
SUITE 2500
PHOENIX, AZ 85028
(602) 977-65
<http://www.southernperu.com/>

SC 13D/A

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934

(Amendment No. 3)

Southern Peru Copper Corporation

(Name of Issuer)

Common Stock, \$0.01 par value
(Title of Class of Securities)

843611104
(CUSIP Number)

ASARCO Incorporated
Southern Peru Holdings Company

(Name of Person Filing Statement)

Robert Ferri
Vice President and General Counsel
ASARCO Incorporated
180 Maiden Lane
New York, NY 10038
(212) 510-2000

and
Daniel Tellechea Salido
Vice President and Treasurer
Southern Peru Holdings Company
Baja California 200
Colonia Roma Sur.
06760 Mexico City, Mexico
Tel. No. 011-525-574-2067

(Name, Address and Telephone Number of Persons
Authorized to Receive Notices and Communications)

COPY TO:
Michael L. Fitzgerald, Esq.
Brown & Wood LLP
One World Trade Center
New York, New York 10048
Tel. No. (212) 839-5300

October 12, 2000

(Date of Event which Requires
Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b) (3) or (4), check the following box ☐.

(Continued on following page(s))

ASARCO Incorporated ("ASARCO") and Southern Peru Holdings Company, ("SPHC" and, together with ASARCO, the "Reporting Persons") hereby amend their Report on Schedule 13D regarding Southern Peru Copper Corporation (the "Company") originally filed on January 12, 1996, as amended on March 6, 1996 and as further amended on November 19, 1999 (together, the "Schedule 13D"). This Schedule 13D relates to common stock of the Company, \$0.01 par value per share ("Common Stock") and Class A Common Stock of the Company, \$0.01 par value per share ("Class A Common Stock", together, with Common Stock, the "Common Shares"). Unless otherwise indicated, capitalized terms used but not defined herein shall have the same meanings assigned to them in the Schedule 13D.

Item 2. Identity and Background.

Item 2 is hereby amended by adding the following:

Effective October 12, 2000, Nueva G. Mexico, S.A. de C.V. ("New GM") completed an exchange offer with the shareholders of GM pursuant to which New GM became the owner of approximately 99.8% of the outstanding shares of GM and the former shareholders of GM became shareholders of New GM.

New GM is a Mexican corporation with its principal executive offices located at Baja California 200, Colonia Roma Sur, 06760 Mexico City, Mexico. New GM's principal business is to act as a holding company for the shares of other corporations engaged in the mining, processing and sale of metals and railways operations.

The largest shareholder of New GM is Empresarios Industriales de Mexico, S.A. de C.V., a Mexican corporation ("EIM"). The principal business of EIM is to act as a holding company for shares of other corporations engaged in a variety of businesses including mining, construction, real estate and drilling. The principal executive offices of EIM are located at Insurgentes Sur No. 432-9, Colonia Roma Sur 06760, Mexico City, Mexico. Mr. German Larrea Mota-Velasco is the Chairman of the Board and Chief Executive Officer of SPHC. Mr. German Larrea is the Chairman of the Board and Chief Executive Officer of GM and EIM. EIM, which is controlled by the Larrea family (including Mr. German Larrea), together with the holdings of various family members and of other stockholders who have supported the Larrea family, directly or indirectly may be deemed to control a majority of the capital stock of New GM. Mr. German Larrea disclaims beneficial ownership of such shares other than the shares held directly by him (comprising approximately 2.71% of the outstanding shares of New GM).

Annex I hereto sets forth the name, business address, present principal occupation or employment and citizenship of each director and executive officer of New GM. The information set forth in Annex I hereto is incorporated herein by reference.

Neither New GM or, to its knowledge, any of the persons listed in Annex I hereto, has during the last five years (i) been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), or (ii) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was, or is, subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to Federal or State securities laws or finding any violation with respect to such laws.

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended by adding the following:

Except as set forth in the Schedule 13D, none of the Reporting Persons, GM, New GM or EIM or, to their knowledge, any of the persons listed in Annex I hereto, beneficially owns any equity security of the Company and none of the Reporting Persons, GM or EIM or, to their knowledge, any of the respective directors, executive officers or subsidiaries of any of the foregoing, has effected any transaction in any equity security of the Company during the past 60 days.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief,
I certify that the information set forth in this statement is true, complete
and correct.

Dated: October 12, 2000

ASARCO INCORPORATED

By /s/ Daniel Tellechea Salido

Name: Daniel Tellechea Salido

Title: Vice President

SOUTHERN PERU HOLDING COMPANY

By /s/ Daniel Tellechea Salido

Name: Daniel Tellechea Salido

Title: Vice President and Treasurer

ANNEX I

DIRECTORS AND EXECUTIVE OFFICERS

1. Directors and Executive Officers of New GM. The following table sets forth the name, principal business address, title and present principal occupation or employment of each director and executive officer of New GM. Each such person is a citizen of Mexico.

Name	Principal Business Address	Title	Principal Occupation
German Larrea Mota-Velasco	Av. Baja California 200, Col. Roma Sur, 06760, Mexico City	Chairman of the Board and Chief Executive Officer of New GM	Chairman of the Board and Chief Executive Officer of New GM
Juan Sanchez-Navarro Peon	Av. Baja California 200, Col. Roma Sur, 06760, Mexico City	Director of New GM	Vice President of Grupo Modelo, S.A. de C.V.
Romulo O'Farril Jr.	Av. Baja California 200, Col. Roma Sur, 06760, Mexico City	Director of New GM	Chief Executive Officer of Novedades Editores, S.A. de C.V.
Prudencio Lopez Martinez	Av. Baja California 200, Col. Roma Sur, 06760, Mexico City	Director of New GM	President of Sanvica, S.A. de C.V.
Juan I. Gallardo Thurlow	Av. Baja California 200, Col. Roma Sur, 06760, Mexico City	Director of New GM	Chairman of the Board of Grupo Azucarero de Mexico, S.A. de C.V.
Claudio X. Gonzalez	Av. Baja California 200, Col. Roma Sur, 06760, Mexico City	Director of New GM	Chairman of the Board and Chief Executive Officer of Kimberly-Clark de Mexico, S.A. de C.V.
Carlos Giron Peltier	Av. Baja California 200, Col. Roma Sur, 06760, Mexico City	Director of New GM	Retired.
Jose Mendoza Fernandez	Av. Baja California 200, Col. Roma Sur, 06760, Mexico City	Director of New GM	Chief Executive of Bufete Industrial, S.A. de C.V.
Genaro Larrea Mota-Velasco	Av. Baja California 200, Col. Roma Sur, 06760, Mexico City	Director and Commercial Managing Director of New GM	Commercial Managing Director of New GM
Agustin Santamarina Vasquez	Campos Eliseos, 345-2, Col. Chapultepec Polanco, 11560, Mexico City	Director and Secretary of the Board of Directors of New GM	Of counsel at Santamaria y Steta
Hector Calva Ruiz	Av. Baja California 200, Col. Roma Sur, 06760, Mexico City	Managing Director for Exploration Projects and Alternate Director of New GM	Managing Director for Exploration and Projects of New GM
Daniel Tellechea Salido	Av. Baja California 200, Col. Roma Sur, 06760, Mexico City	Managing Director for Administration and Finance and Alternate Director of New GM	Managing Director for Administration and Finance of New GM
Oscar Gonzalez Rocha	Av. Baja California 200, Col. Roma Sur, 06760, Mexico City	Managing Director for Mexicana Cobre, S.A. de C.V. and for Mexicana de Cananea, S.A. de C.V. and Alternate Director of New GM	Managing Director for Mexicana Cobre, S.A. de C.V. and Mexicana de Cananea, S.A. de C.V.
Xavier Garcia de Quevedo Topete	Bosques de Ciruelos 99, Col. Bosques de las Lomas, 11700, Mexico City	Managing Director for Grupo Ferrovial Mexicano, S.A. de C.V. and Ferrocarril Mexicano, S.A. de C.V. and Alternate Director of New GM	Managing Director for Grupo Ferrovial Mexicano, S.A. de C.V. and Ferrocarril Mexicano, S.A. de C.V.
Alfredo Casar Perez	Av. Baja California 200, Col. Roma Sur, 06760, Mexico City	Managing Director for Development and Alternate Director of New GM	Managing Director for Development of New GM
Daniel Chavez Carreon	Av. Baja California 200, Col. Roma Sur, 06760, Mexico City	Managing Director for Industrial Minera Mexico, S.A. de C.V. and Alternate Director of New GM	Managing Director for Industrial Minera Mexico, S.A. de C.V.
Eduardo Gonzalez Gomez	Av. Insurgentes Sur 432, Col. Roma Sur, 06760, Mexico City	Alternate Director of New GM	Independent financial advisor
Sergio M. Ferrer De la Barrera	Av. Baja California 200, Col. Roma Sur, 06760, Mexico City	General Counsel and Alternate Director of New GM	General Counsel of New GM
Manuel Calderon Cardenas	Av. Baja California 200, Col. Roma Sur, 06760, Mexico City	Director of Mine Planning and Control of New GM	Director of Mine Planning and Control of New GM
Vidal Mahech Dip	Av. Baja California 200, Col. Roma Sur, 06760, Mexico City	Director for Engineering and Construction of New GM	Director for Engineering and Construction of New GM
Ernesto Duran Trinidad	Av. Baja California 200, Col. Roma Sur, 06760, Mexico City	Comptroller of New GM	Comptroller of New GM
Genaro Guerrero Diaz Mercado	Av. Baja California 200, Col. Roma Sur, 06760, Mexico City	Treasurer of New GM	Treasurer of New GM
Gabino Paez Gonzalez	Av. Baja California 200, Col. Roma Sur, 06760, Mexico City	Managing Director for Industrial Relations and Alternate Director of New GM	Managing Director for Industrial Relations of New GM
Rolando Vega Iniguez	Av. Baja California 200, Col. Roma Sur, 06760, Mexico City	Examiner of New GM	Examiner of New GM
Gilberto Nava Escobedo	Av. Baja California 200, Col. Roma Sur, 06760, Mexico City	Alternate Examiner of New GM	Alternate Examiner of New GM